

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re	:	Chapter 11
DELPHI CORPORATION, <u>et al.</u>	:	Case No. 05-44481 (RDD)
	Debtors.	:
		(Jointly Administered)
	:	

DECLARATION OF JEFFREY L. BALIBAN

June 5, 2006

- FILED UNDER SEAL -